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## Tarrant County Texas

12/10/2010 10:11 AM D210305192

D210305192

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## AMENDMENT TO OIL AND GAS LEASE

THAT, WHEREAS, on September 1st 2007, ("Effective Date"), M. T. Shrout Jr., as Lessor(s), executed and delivered unto Kerr Energy L.L.C., as Lessee, an Oil and Gas Lease covering .1377 acres of land, more or less, recorded in County Clerk's File No. D207385598, Official Public Records, Tarrant County, Texas, and being described as follows:

Lot 7, Block 2, of Boston Heights Addition, an addition to the City of Benbrook, Tarrant County, Texas, according to the plat recorded on Vol. 388-31, page 37, Plat Records, Tarrant County, Texas.

WHEREAS, Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, is the present owner and holder of said lease and all rights thereunder or incident thereto and has requested that the Lessor amend the provisions of the lease.

WHEREAS, TOTAL E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas 77002, acquired an undivided 25% interest in Chesapeake's working interest in the aforementioned Lease and has requested that the Lessor amend the provisions of the lease

For adequate consideration, and the further consideration of the obligations and agreements contained in the Lease, Lessor and Lessee agree to amend the Lease by inserting the following into the Lease, as if it were originally contained therein:

"Lessor hereby grants, assigns and conveys unto Lessee, its successors and assigns, a perpetual subsurface well bore easement under and through the leased premises for the placement of well bores (along routes selected by Lessee) from oil or gas wells the surface locations of which are situated on other tracts of land and which are not intended to develop the leased premises or lands pooled therewith and from which Lessor shall have no right to royalty or other benefit. Such subsurface well bore easements shall run with the land and survive any termination of this lease."

LESSOR warrants to be the owner of the Lands and the minerals in and under the Lands with full right and  
ability to amend the provisions of the Lease.

THIS Amendment shall extend to and be binding upon both Lessor and Lessee, and their respective heirs, executors, administrators, successors, and assigns. Except as stated in this Amendment, the Lease shall continue in full force and effect as to all of its other terms and provisions.

THIS Amendment is signed by the Lessor as of the date of acknowledgement of the Lessor's signatures, the  
Effective Date shown above.

1-2-2-2-2-2

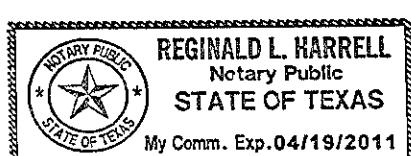
**Signature**

Printed Name: M. T. Shrout Jr.

STATE OF TEXAS  
COUNTY OF TARRANT

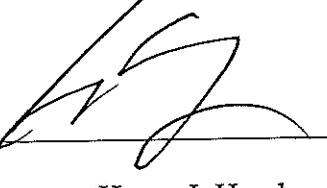
#### ACKNOWLEDGEMENTS

This instrument was acknowledged before me on this 1st day of November, 2010 by M. T. Shrout Jr..



Notary Public, State of Texas

Lessee:  
**Chesapeake Exploration, L.L.C.,**  
 an Oklahoma limited liability company

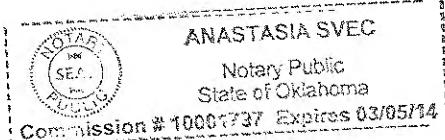
By:   
 Printed Name: Henry J. Hood *HB*  
 Title: Sr. Vice President - Land *HJH*  
 and Legal and General Counsel

**TOTAL E&P USA, INC.**  
 A Delaware Corporation

By:   
 Printed Name: Eric Bonnin  
 Title: Vice President, Business Development & Strategy *EB*

THE STATE OF OKLAHOMA §  
 COUNTY OF OKLAHOMA §

This instrument was acknowledged before me on the 23rd day of  
November, 2010, by Henry J. Hood, Executive Sr. Vice President—  
 Land and Legal and General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma limited  
 liability company, as the act and deed of such limited liability company on behalf of said limited  
 liability company.



[SEAL]

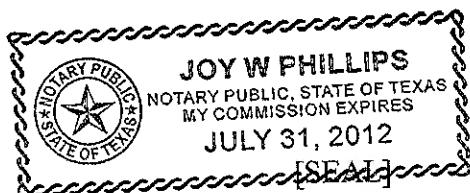


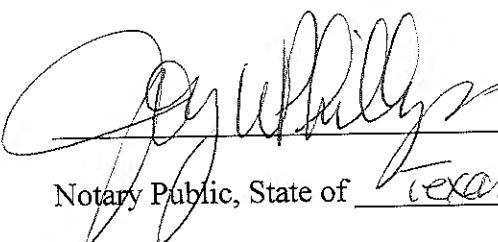
Notary Public, State of OKLAHOMA

STATE OF TEXAS §  
 COUNTY OF Harris §

ACKNOWLEDGEMENT §

The foregoing instrument was acknowledged before me this 6th day of December,  
 2010, by Eric Bonnin as Vice President, Business Development & Strategy of **TOTAL E&P,**  
 USA, Inc., a Delaware corporation, as the act and deed and on behalf of such corporation.



  
 Notary Public, State of Texas